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**AMENDMENT NO. THREE TO
PROFESSIONAL SERVICES AGREEMENT
WITH ANDERSONPENNA PARTNERS, INC., FOR STAFF SUPPORT
SERVICES FOR VARIOUS CAPITAL IMPROVEMENT PROJECTS**

THIS AMENDMENT NO. THREE TO AGREEMENT FOR PROFESSIONAL SERVICES ("Agreement") is made and entered into as of the 10th day of November, 2012, by and between the CITY OF NEWPORT BEACH, a California municipal corporation and charter city ("City"), and ANDERSONPENNA PARTNERS, INC., a California corporation ("Consultant"), whose address is 20280 Acacia St, Ste. 100, Newport Beach, CA 92660, and is made with reference to the following:

RECITALS

- A. On March 16, 2010 ("Effective Date"), City and Consultant entered into a Professional Services Agreement ("Agreement") for engineering staff support services on an as-needed basis for various Capital Improvement Projects ("Project").
- B. On June 4, 2010, City and Consultant entered Amendment No. One to the Agreement to extend the term, increase the scope of work and increase the total compensation ("Amendment No. One").
- C. On October 10, 2010, City and Consultant entered Amendment No. Two to the Agreement to increase the scope of work and increase the total compensation ("Amendment No. Two").
- D. City desires to enter into this Amendment No. Three to extend the term of the Agreement to June 30, 2014.
- E. City and Consultant mutually desire to amend this Agreement, as provided below.

NOW, THEREFORE, it is mutually agreed by and between the undersigned parties as follows:

1. TERM

Section 1 of the Agreement shall be amended in its entirety and replaced with the following: The term of the Agreement shall commence on the Effective Date and shall terminate on June 30, 2014, unless terminated earlier as set forth herein.

2. INTEGRATED CONTRACT

Except as expressly modified herein, all other provisions, terms, and covenants set forth in the Agreement, as amended shall remain unchanged and shall be in full force and effect.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed on the dates written below.

**APPROVED AS TO FORM:
CITY ATTORNEY'S OFFICE**

Date: 10/15/12

By: [Signature] (for)
Aaron C. Harp
City Attorney mb 10-15

ATTEST:
Date: 11-6-12

By: [Signature]
Leilani I. Brown
City Clerk



**CITY OF NEWPORT BEACH,
a California municipal corporation**

Date: 11/1/12

By: [Signature]
Dave Kiff
City Manager

**CONSULTANT: ANDERSONPENNA
PARTNERS, INC., a California
corporation**

Date: 10-26-12

By: [Signature]
Mallory McCamant
Chief Executive Officer

Date: 10/26/2012

By: [Signature]
Angelique Lucero
Chief Financial Officer

[END OF SIGNATURES]